

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

vs.

JOHNATHAN WILLIAM MIKULA,
CHRISTIAN FERNANDEZ, AMIT
RAJ BERI, SWAY ENERGY
CORPORATION, AVTAR SINGH
DHILLON, EMERALD HEALTH
PHARMACEUTICALS INC., and
JAMES M. DEMESA

Defendants.

Case No.

**CONSENT TO ENTRY OF FINAL
JUDGMENT BY AVTAR SINGH
DHILLON**

1 1. Defendant Avtar Singh Dhillon (“Defendant”) waives service of a
2 summons and the complaint in this action, enters a general appearance, and admits
3 the Court’s jurisdiction over Defendant and over the subject matter of this action.

4 2. Defendant hereby consents to the entry of the final Judgment in the form
5 attached hereto (the “Final Judgment”) and incorporated by reference herein, which,
6 among other things:

7 (a) permanently restrains and enjoins Defendant from violation of
8 Sections 17(a) and 17(b) of the Securities Act of 1933 (“Securities Act”), 15 U.S.C.
9 §§ 77q(a) and 77q(b);

10 (b) permanently restrains and enjoins Defendant from violation of
11 Section 10(b) of the Exchange Act of 1934 (“Exchange Act”), 15 U.S.C. § 78j(b),
12 and Rule 10b-5 thereunder, 17 C.F.R. § 240.10b-5; and

13 (c) prohibits Defendant from acting as an officer or director of any
14 issuer that has a class of securities registered pursuant to Section 12 of the Exchange
15 Act, 15 U.S.C. § 78l, or that is required to file reports pursuant to Section 15(d) of the
16 Exchange Act, 15 U.S.C. § 78o(d).

17 3. Defendant waives the entry of findings of fact and conclusions of law
18 pursuant to Rule 52 of the Federal Rules of Civil Procedure.

19 4. Defendant waives the right, if any, to a jury trial and to appeal from the
20 entry of the Final Judgment.

21 5. Defendant enters into this Consent voluntarily and represents that no
22 threats, offers, promises, or inducements of any kind have been made by the
23 Commission or any member, officer, employee, agent, or representative of the
24 Commission to induce Defendant to enter into this Consent.

25 6. Defendant agrees that this Consent shall be incorporated into the Final
26 Judgment with the same force and effect as if fully set forth therein.

27 7. Defendant will not oppose the enforcement of the Final Judgment on the
28 ground, if any exists, that it fails to comply with Rule 65(d) of the Federal Rules of

1 Civil Procedure, and hereby waives any objection based thereon.

2 8. Defendant waives service of the Final Judgment and agrees that entry of
3 the Final Judgment by the Court and filing with the Clerk of the Court will constitute
4 notice to Defendant of its terms and conditions. Defendant further agrees to provide
5 counsel for the Commission, within thirty days after the Final Judgment is filed with
6 the Clerk of the Court, with an affidavit or declaration stating that Defendant has
7 received and read a copy of the Final Judgment.

8 9. Consistent with 17 C.F.R. 202.5(f), this Consent resolves only the claims
9 asserted against Defendant in this civil proceeding. Defendant acknowledges that no
10 promise or representation has been made by the Commission or any member, officer,
11 employee, agent, or representative of the Commission with regard to any criminal
12 liability that may have arisen or may arise from the facts underlying this action or
13 immunity from any such criminal liability. Defendant waives any claim of Double
14 Jeopardy based upon the settlement of this proceeding, including the imposition of
15 any remedy or civil penalty herein. Defendant further acknowledges that the Court's
16 entry of a permanent injunction may have collateral consequences under federal or
17 state law and the rules and regulations of self-regulatory organizations, licensing
18 boards, and other regulatory organizations. Such collateral consequences include, but
19 are not limited to, a statutory disqualification with respect to membership or
20 participation in, or association with a member of, a self-regulatory organization. This
21 statutory disqualification has consequences that are separate from any sanction
22 imposed in an administrative proceeding. In addition, in any disciplinary proceeding
23 before the Commission based on the entry of the injunction in this action, Defendant
24 understands that he shall not be permitted to contest the factual allegations of the
25 complaint in this action.

26 10. Defendant understands and agrees to comply with the terms of 17 C.F.R.
27 § 202.5(e), which provides in part that it is the Commission's policy "not to permit a
28 defendant or respondent to consent to a judgment or order that imposes a sanction

1 while denying the allegations in the complaint or order for proceedings.” As part of
2 Defendant’s agreement to comply with the terms of Section 202.5(e), Defendant: (i)
3 will not take any action or make or permit to be made any public statement denying,
4 directly or indirectly, any allegation in the complaint or creating the impression that
5 the complaint is without factual basis; (ii) will not make or permit to be made any
6 public statement to the effect that Defendant does not admit the allegations of the
7 complaint, or that this Consent contains no admission of the allegations; and (iii)
8 upon the filing of this Consent, Defendant hereby withdraws any papers filed in this
9 action to the extent that they deny any allegation in the complaint. If Defendant
10 breaches this agreement, the Commission may petition the Court to vacate the Final
11 Judgment and restore this action to its active docket. Nothing in this paragraph
12 affects Defendant’s: (i) testimonial obligations; or (ii) right to take legal or factual
13 positions in litigation or other legal proceedings in which the Commission is not a
14 party.

15 11. Defendant hereby waives any rights under the Equal Access to Justice
16 Act, the Small Business Regulatory Enforcement Fairness Act of 1996, or any other
17 provision of law to seek from the United States, or any agency, or any official of the
18 United States acting in his or her official capacity, directly or indirectly,
19 reimbursement of attorney’s fees or other fees, expenses, or costs expended by
20 Defendant to defend against this action. For these purposes, Defendant agrees that
21 Defendant is not the prevailing party in this action since the parties have reached a
22 good faith settlement.

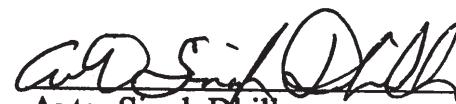
23 12. In connection with this action and any related judicial or administrative
24 proceeding or investigation commenced by the Commission or to which the
25 Commission is a party, Defendant (i) agrees to appear and be interviewed by
26 Commission staff at such times and places as the staff requests upon reasonable
27 notice; (ii) will accept service by mail or facsimile transmission of notices or
28 subpoenas issued by the Commission for documents or testimony at depositions,

1 hearings, or trials, or in connection with any related investigation by Commission
2 staff; (iii) appoints Defendant's undersigned attorney as agent to receive service of
3 such notices and subpoenas; (iv) with respect to such notices and subpoenas, waives
4 the territorial limits on service contained in Rule 45 of the Federal Rules of Civil
5 Procedure and any applicable local rules, provided that the party requesting the
6 testimony reimburses Defendant's travel, lodging, and subsistence expenses at the
7 then-prevailing U.S. Government per diem rates; and (v) consents to personal
8 jurisdiction over Defendant in any United States District Court for purposes of
9 enforcing any such subpoena.

10 13. Defendant agrees that the Commission may present the Final Judgment
11 to the Court for signature and entry without further notice.

12 14. Defendant agrees that this Court shall retain jurisdiction over this matter
13 for the purpose of enforcing the terms of the Final Judgment.

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15 Dated: 9/22/2022

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Avtar Singh Dhillon

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1 On 9/22/2022, 2022, Avtar Singh Dhillon, a person known to me,
2 personally appeared before me and acknowledged executing the foregoing Consent.
3

4 
5

6 Notary Public
7 Commission expires: May 2, 2025
8

9 Approved as to form:
10

11 _____
12 Adrienne M. Ward
13 John G. Moon
14 OLSHAN FROME WOLOSKY LLP
15 1325 Avenue of the Americas
16 New York, NY 10019
17 (212) 451-2368
18 (212) 451-2212
19 Attorneys for Defendant
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ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of Los Angeles)

On September 22, 2022 before me, Patricia A Adamson, Notary Public
(insert name and title of the officer)

personally appeared Avtar Singh Dhillon,
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that ~~he/she/they~~ executed the same in
~~his/her/their~~ authorized capacity(ies), and that by ~~his/her/their~~ signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

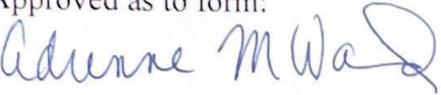
Signature Patricia A. Adamson



(Seal)

1 On _____, 2022, Avtar Singh Dhillon, a person known to me,
2 personally appeared before me and acknowledged executing the foregoing Consent.
3
4

5 _____
6 Notary Public
7 Commission expires:
8

9 Approved as to form:
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13 John G. Moon
14 OLSHAN FROME WOLOSKY LLP
15 1325 Avenue of the Americas
16 New York, NY 10019
17 (212) 451-2368
18 (212) 451-2212
19 Attorneys for Defendant
20
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Notary Public
Commission expires:

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